

Law Offices of

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September 25, 2002

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 24111-F FILED

SEP 25 '02 758 7 PM

SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2002-C

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 2 (BNSF 2002-C), dated as of September 26, 2002, between the Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*") and Allfirst Bank, as Indenture Trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2002-C), dated as of September 19, 2002, between Lessor and Lessee which was recorded on September 18, 2002 at 9:47 A.M. under recordation number 24111.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wells Fargo Bank Northwest, N.A.
213 Court Street - Suite 902
Middletown, Connecticut 06457
Attention: Vice President-Corporate Trust Services

Indenture Trustee: Allfirst Bank
25 South Charles Street MC 101-591
Baltimore, Maryland 21201

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 2 consists of 6 Dash 9-44 CW Locomotives bearing the reporting marks within the series BNSF 4147 through BNSF 4152, inclusive and 25 Refrigerated Boxcars

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bearing the reporting marks within the series BNSF 793380 through BNSF 793809; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 2 (BNSF 2002-C) between Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee and Allfirst Bank, as Indenture Trustee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER

By Michael D. Robson
Michael D. Robson

MDR:pka
Enclosures

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EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Refrigerated Box Cars	25	BNSF 793380, BNSF 793765, BNSF 793787 through BNSF 793809 inclusive
Dash 9-44CW Locomotives	6	BNSF 4147 through BNSF 4152 inclusive

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BNSF 2002-C)**

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of September 26, 2002, by and between Wells Fargo Bank Northwest, N.A., a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

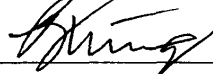
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2002-C), dated as of September 1, 2002 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 18, 2002.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 2002-C), dated September 26, 2002, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in
its individual capacity, but solely as Owner
Trustee

By 
Name: BRETT R. KING
Title: VICE PRESIDENT

Executed on this 23rd day of September, 2002.

ALLFIRST BANK

By _____
Name:
Title:

Executed on this ____ day of September, 2002.

RECORDED 24111 -F
SEP 25 12 15 8 7 PM
SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2
(BNSF 2002-C)**

Memorandum of Trust Indenture Supplement No. 2, made and entered into as of September 26, 2002, by and between Wells Fargo Bank Northwest, N.A., a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2002-C), dated as of September 1, 2002 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 18, 2002.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 2 (BNSF 2002-C), dated September 26, 2002, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in
its individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 2002.

ALLFIRST BANK

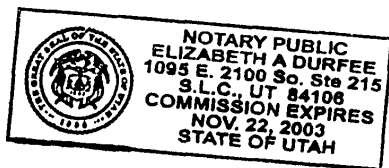
By 
Name: ROBERT D. BROWN
Title: VICE PRESIDENT


Executed on this 23rd day of September, 2002.

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 23rd day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September 23, 2002 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: ELIZABETH A. DURFEE
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of ALLFIRST BANK, that said instrument was signed on September __, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September ___, 2002 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Maryland)
) SS.:
COUNTY OF Baltimore)

On this, the 23rd day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared Robert D. Brown, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST BANK, that said instrument was signed on September 23, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Dickson K. Bailey
Name:
Notary Public
My Commission Expires: 4/1/12 0066
Residing in Maryland

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Refrigerated Box Cars	25	BNSF 793380, BNSF 793765, BNSF 793787 through BNSF 793809 inclusive
Dash 9-44CW Locomotives	6	BNSF 4147 through BNSF 4152 inclusive